

Ref: MPL / Sectl / BSE & NSE / E-2 & E-3 / 2017
19th October 2017

The Manager,
Listing Department,
BSE Limited
Corporate Relationship
Department
1st Floor, New Trading Ring,
Rotunda Building, P J Tower,
Dalal Street, Fort,
Mumbai - 400 001.
Stock Code: 500268

The Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400 051
Stock Code: MANALIPETC

Dear Sir,

Sub: Postal Ballot Notice

Ref: Disclosure vide our letter dated 27th September 2017

In continuation of the above, please find attached a copy of the Postal Ballot Notice dated 19th October 2017 seeking consent of the Members for raising funds not exceeding US\$ 50 Million (US Dollars Fifty million only) to meet the funding requirements of the Company. The calendar of events for the same is enclosed.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Manali Petrochemicals Limited


R Kothandaraman
Company Secretary

Encl.: as above



Manali Petrochemicals Limited

Registered Office: SPIC House, 88, Mount Road, Guindy, Chennai – 600 032

CIN: L24294TN1986PLC013087, Telefax: 22351098

Website: www.manalipetro.com, E-mail: companysecretary@manalipetro.com

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) for obtaining the consent of the members for the Special Business by way of a Special Resolution, through postal ballot for raising of funds through issue of further securities as detailed in the resolution and the explanatory statement.

The draft of the Resolution to be passed for this purpose, together with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, are appended and the Postal Ballot Form is annexed so as to enable Members for sending their assent or dissent in writing by postal ballot means.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in terms of Section 108 of the Act, and the Rules made thereunder, the Company has engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent through **Electronic Means** in respect of the aforesaid resolution. The detailed procedure for voting through **Electronic Means** are given in the Notes.

Mrs. B Chandra, Practising Company Secretary, Chennai, has been appointed as the Scrutinizer, for conducting the voting by postal ballot and through electronic means in a fair and transparent manner, in terms of the resolution of the Board passed at its meeting held on 27th September, 2017.

Members may participate in the voting on the said resolution either by

- I. Returning the postal ballot form duly completed, as per the instructions contained therein, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Wednesday, 22nd November, 2017; or
- II. Casting their votes electronically from Tuesday, 24th October, 2017 (9.00 a.m.) to Wednesday, 22nd November, 2017 (5.00 p.m.) by following the procedures as explained in the Notes.

The Scrutinizer will submit her report on the results of voting by means of postal ballot and through electronic means to the Chairman of the Company or any person authorized by him, after completion of the scrutiny of postal ballot forms and votes received through electronic means.

The results will be announced by the Chairman and in his absence, any other director of the Company, at the registered office on Friday, 24th November, 2017 at 2.30 P.M. The results along with the Scrutinizer's report will also be posted on the Company's website www.manalipetro.com, the website of CDSL and communicated to the Stock Exchanges as required under the relevant law.

The last date of voting, i.e., Wednesday, 22nd November, 2017 will be taken to be the date of passing of the said special resolution by the Members of the Company at a meeting convened in that behalf.

The Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.manalipetro.com for use by the Members.

Members requiring any clarification may contact the Company Secretary and Compliance Officer at the registered office of the Company at the address given above or through e-mail viz., companysecretary@manalipetro.com

All documents, referred to in the Notice, and in the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days between 09.00 AM and 05.00 PM upto and including 22nd November, 2017.

SPECIAL BUSINESS

APPROVING THE FURTHER ISSUE OF SECURITIES

To consider, and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT

- a. Pursuant to the Sections 23, 41, 42, 62, 71, as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 to the extent notified and in effect, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time) ("**2013 Act**") and in accordance with the provisions of the Memorandum and Articles of Association of Manali Petrochemicals Limited (the "**Company**"), the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and regulations thereunder including the Foreign Exchange

Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("**FEMA 20 Regulations**"), as amended or restated and the FEMA (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended or restated ("**FEMA 120 Regulations**"), the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated ("**FCCB Scheme**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "**ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended or restated ("**Listing of Debt Securities Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or restated ("**Listing Regulations**") and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, and subject to all the necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("**SEBI**"), the Ministry of Finance and Ministry of Commerce & Industry, all other ministries, departments or other authorities of the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the stock exchanges and/or any other competent authorities, and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, SEBI, the stock exchanges and/or any other competent authorities from time to time, the listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value Rs. 5 each (the "**Equity Shares**") are listed, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, to the extent applicable, the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall be deemed to include any Committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), is authorized, on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) with or without a green shoe option, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for such number of Equity Shares, Global Depository Receipts (**GDRs**), American Depository Receipts (**ADRs**), Foreign Currency Convertible Bonds (**FCCBs**), non-convertible debentures with or without warrants, fully or partially convertible debentures and / or optionally convertible debentures or any other financial instruments convertible into or linked to Equity Shares (including warrants or otherwise), any security convertible into Equity Shares with or without voting / special rights and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (hereinafter collectively referred to as the "**Securities**") or any combination of Securities in one or more tranches and/or in one or more series (with different tenures), whether rupee denominated or denominated in foreign currency, to any eligible person as permissible under applicable law including qualified institutional buyers, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, stabilizing agents and/or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") whether or not such Investors are existing members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding **USD 50 Million** (US Dollars Fifty million only) or its equivalent in Indian Rupees or one or more foreign currencies or both, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be deemed appropriate and decided by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), either in foreign currency or equivalent Indian rupees or both inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

- b. In the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of determination of the issue price of the securities offered shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the issue of such Securities in accordance with the FCCB Scheme, the Guidelines pertaining to External Commercial Borrowings issued by the RBI and other applicable pricing provisions issued by the Ministry of Finance.
- c. The number and/ or price of the Securities or the underlying Equity Shares issued on conversion of the Securities, including ADRs/GDRs/FCCBs, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
- d. For the purpose of giving effect to the above resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements and to accept all such changes / modifications as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of securities including but not limited to making any applications etc. to concerned regulatory and governmental authorities or others if required, finalization and approval for the preliminary as well as placement document or offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue / conversion of the Securities, if any, rate of interest, execution of various transaction documents, including creation of mortgage / hypothecation/ charge over all the

immoveable and /or moveable properties of the Company, wherever situate, both present and future and on the whole or in a part of the undertaking of the Company as per the provisions of Section 180(1)(a) of the Companies Act, which *inter alia* includes the existing mortgage/ hypothecation/ charge or which it may create in future in favour of any public financial institutions, banks, mutual funds, bodies corporate etc. to secure any facilities / financial assistance including any other monies which may be payable to them and incidental to such facilities so availed and to execute such documents or writing as may be considered necessary or proper, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the existing as well as future creation of hypothecation/ mortgage/charge both for securing any facilities it may avail including for issue of any related securities as a condition of the issue of the said securities as also for securing the said securities as may be required either on *pari passu* basis or otherwise.

- e. The Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.
- f. Without prejudice to the generality of the above, issue of Securities in international offering may have all or any term or combination of terms in accordance with the international practice.
- g. The Board be and is hereby authorized to enter into and execute all such arrangements / agreements with any Lead Managers / Underwriters / Guarantors / Depository (ies) / Custodians / Registrar / Advisors and all such agencies as may be involved, in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like, subject to such statutory limits as may be applicable.
- h. The Company and/or any agency or body authorized by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instrumentations of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets.
- i. The Securities issued in international offering shall be deemed to have been made abroad in the markets and/or at the place of issue of the Securities in international markets and shall be governed by such law as may be decided by the Board.
- j. The Board be and is hereby authorized to finalize the mode and the terms of issue and to allot such number of Equity Shares/ Securities as may be required to be issued and allotted upon conversion of any Securities referred to above as may be necessary in accordance with the terms of offering and all such shares to rank *pari passu* with the existing Equity Shares of the Company in all respects, excepting such rights as to dividend as may be provided under the terms of issue and in the offer document.
- k. The Company and/or any entity, agency or body authorized and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market for Securities listing and trading, in the stock/ securities exchange so that the convertible securities or ADRs and/or GDRs are registered or listed.
- l. Such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.
- m. The Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company, including filing of offer document with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts.

/By order of the Board/

For Manali Petrochemicals Limited

Place : Chennai
Date : 19th October, 2017

R Kothandaraman
Company Secretary

Appendices/Enclosures:

- (1) Explanatory Statement in terms of Section 102 (1) of the Act and the procedures for voting through electronic means.
- (2) Postal ballot form and
- (3) Self-addressed business reply envelope.

Annexure to the Notice of postal ballot dated 19th October, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS - SPECIAL RESOLUTION

In order to capitalize on the various opportunities available for further growth, Manali Petrochemicals Limited ("Company") intends to enhance its business activities both in the domestic and overseas market, through acquisition of existing companies, setting-up manufacturing infrastructure, focus on product development and introduce new products across various operating markets. Therefore, it would be necessary for the Company to raise funds in Indian and/or International Market/s in one or more tranches by issue of shares/ securities, in one or more series of such securities (with different tenures), as detailed in the resolution and list its securities in one or more of such markets.

Consent of the shareholders is sought under section 62(1) (c) of the Companies Act, 2013 and Rules made thereunder, as amended, for issuing securities to any persons other than existing shareholders, whether or not such persons are shareholders as stated in the resolution which shall result in issuance of further shares of the Company in accordance with the terms and nature of securities to be issued by the Company.

The Board of Directors, at its meeting held on 27th September 2017 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance GDRs and / or ADRs and / or FCCBs and/or Convertible instruments / Debentures or any equity linked instrument/s as may be appropriate to persons who may or may not be the existing shareholders through any permitted modes at a price to be determined as per applicable rules and regulations, up to an amount not exceeding USD 50 Million in Indian Rupees and / or an equivalent amount in any foreign currency or both under Section 62 read with Section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has/have been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and Rules made thereunder from time to time, Articles of Association of the Company, ICDR Regulations, FEMA Regulations and other applicable laws.

The Shareholders' approval to the resolution would have the effect of allowing the Board to offer and allot Securities otherwise than on pro-rata basis to the existing shareholders.

The Special Resolution also seeks to empower the Board of Directors to issue Foreign Currency Convertible Bonds ("FCCBs") in accordance with the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 ("FCCB Scheme"), press notes/circulars issued by the Ministry of Finance, the policy framework as announced by the Department of Industrial Policy and Promotion ("DIPP"), the guidelines pertaining to External Commercial Borrowings issued by the RBI and other applicable laws. The conversion price of FCCBs should not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during two weeks preceding the relevant date. The relevant date for determination of such conversion price shall be the date of the meeting in which the Board or the committee of Directors duly authorized by the Board decides to open the proposed issue.

The conversion of Securities held by foreign investors into equity shares of the Company shall be subject to the applicable sectoral investment caps, if any, in accordance with the Foreign Direct Investment Policy of the GOI as announced from time to time and the RBI's directions issued from time to time.

The Company, for the purpose of this issue/ offering may have to seek approval from the relevant regulatory authorities, such as the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Ministry of Finance and/or any other ministry/ department of the GOI or other agencies.

The Board of Directors of the Company ("Board"), in consultation with its Lead Managers, Merchant Bankers and other Advisors, will finalize the detailed terms and conditions of the issue, including in relation to the pricing of the issue which will be fixed in accordance with capital market conditions/practices and guidelines, if any, under applicable law.

The Members may please note that the appended resolution is an enabling resolution to authorize the Board to mobilize adequate resources in one or more tranche or tranches, at such time or times, to meet the growing needs of the Company by way of issue of above mentioned securities (in one or more series of such securities, with different tenures). It may be seen that the special resolution also seeks to empower the Board and any committee which the Board may have constituted (or hereinafter constitute to exercise its powers including the power conferred by this Resolution) to issue FCCBs as defined under the FCCB Scheme.

The Board may at its absolute discretion adopt this mechanism, as prescribed under the relevant regulations in order to augment the resources of the Company and to ensure that its growth is not impeded on account of capital constraints without the need for fresh approval from the members of the Company.

The Equity Shares allotted or arising out of conversion of any securities would be listed on BSE and NSE. The issue/ allotment/ conversion would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Regulations.

Approval of the Members is sought through Postal Ballot (including e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013 read together with the provisions of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations.

The Board recommends passing of the said Resolutions. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or in any way interested in the above Special Resolution.

/By order of the Board/
For Manali Petrochemicals Limited

Place : Chennai
Date : 19th October, 2017

R Kothandaraman
Company Secretary

NOTES:

- (1) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on 13th October, 2017 (the Cut Off Date) .
- (2) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants or as the case may be the Company's Registrar and Share Transfer Agents. For members whose e-mail addresses are not registered, physical copy of the Notice is being sent by permitted mode along with the Postal Ballot Form and a selfaddressed business reply envelope.
- (3) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.manalipetro.com, where the Postal Ballot Notice is displayed, and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before on Wednesday, 22nd November, 2017. (5.00 P.M.)
- (4) Resolution passed by the Members through postal ballot, including voting by electronic means shall be deemed to have been passed at a general meeting of the Members convened in that behalf on 22nd November, 2017.
- (5) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Regulations, the Company has provided facility to Members to exercise their votes through electronic means and has engaged the services of CDSL as the Authorized Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are furnished below.
- (6) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by eVoting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- (7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., on Friday, 13th October, 2017 being the date fixed for determining the voting rights of Members entitled to participate in the Voting process through postal ballot or e-Voting.
- (8) In the case of shares transferred to Unclaimed Suspense Account and marked as /UNCLAIMED/ in the address sticker, pursuant to Regulation 39 read with Schedule VI of the Regulations, the voting rights thereon remain frozen and so such shareholders shall not be entitled to vote on the proposed resolution(s). Even if they vote, the same will be rejected by the Scrutinizer. They may approach the RTA for claiming the shares from the Unclaimed Suspense Account.
- (9) A Member cannot exercise his vote by proxy on postal ballot or e-voting.
- (10) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- (11) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

INSTRUCTIONS FOR PARTICIPATING IN THE VOTING

a. For Voting through Postal Ballot Form

Members who wish to vote through Physical Postal Ballot are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the same duly completed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before Wednesday the 22nd November, 2017 (5.00 p.m.). Postage will be borne and paid by the Company.

b. For voting through Electronic Mode

The instructions for e-Voting are as under:

- (i) The voting period begins on **24th October, 2017 at 9.00 AM and ends on 22nd November, 2017 at 5.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th October, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have voted electronically would not be entitled to vote through Postal Ballot
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for Manali Petrochemicals Limited and you will be directed to the E-Voting Screen.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



Manali Petrochemicals Limited

Registered Office: SPIC House, 88, Mount Road, Guindy, Chennai – 600 032

CIN: L24294TN1986PLC013087, Telefax: 22351098

Website: www.manalipetro.com, E-mail: companysecretary@manalipetro.com

Postal Ballot Form

(To be returned to the Scrutinizer appointed by the Company)

Name & Registered Address of the Sole/First named Member/ Beneficial Owner	
Name(s) of Joint Holders, if any	
Folio No. / DP ID-Client ID (for shares held in demat form)	
No. of shares held as on 13-10-2017 (Cut-off Date)	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the Special Business stated in the Notice of Postal Ballot dated 19/10/2017 issued by the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares	I assent to the Resolution (For) Please tick	I dissent to the resolution (Against) Please tick
1	Special Resolution for issue of further securities in one or more tranches, as detailed in the resolution given in the Notice of the Postal Ballot for aggregate amount not exceeding US\$ 50 million or its equivalent.			

Place:

Date:

Signature of the Member

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice. Please use only indelible ink and not any erasable writing mode for filling up the form, which could render the Ballot Form invalid.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 22nd November, 2017 (5.00 p.m.).

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person with the Scrutinizer or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. There will be only one Postal Ballot Form for each of the Folio/Client Id irrespective of the number of shares or joint holders. This form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'.
6. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way. In other words a Member may exercise any part of the votes in any way he / she wants (For or Against or Not Vote at all) subject however to the condition that the aggregate of votes used shall not be more than his / her total voting rights under the respective folio/demat account as on the Cut-off Date.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. Postal Ballot Forms without the signature of the shareholder as per (4) above.
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds the total number of Shares held as on the Cut-off Date;
 - d. if the Postal Ballot Form is incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above;
 - f. If the Member has also exercised his vote through electronic means;
 - g. If the votes have been frozen under Regulation 39 of the SEBI (LODR) Regulations, 2015, the shares having been transferred to Unclaimed Suspense Account and marked as /UNCLAIMED/ in the address stickers.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 22nd November, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (8) above.
10. In case of shares held by Companies, Trusts, Societies, other Bodies Corporate, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/ such other similar document. Else the vote will be liable to be rejected.
11. Members are requested NOT to write anything on the Postal Ballot Form except giving the information specified therein and also NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelopes in as much as all such envelopes will be received by the Scrutinizer. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date viz., 13th October, 2017, subject to 7(g) above.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
15. There is no provision for voting on the postal ballot through proxy and only the concerned shareholder or any person duly authorized by him/her are entitled to vote.

Calendar of Events for Postal Ballot

Sl. No	Activity	Date/Remarks
01	Date of acceptance of the appointment by the Scrutinizer	06-10-2017
02	Appointment of Scrutinizer	06-10-2017
03	Cut-off Date for determination of eligibility to vote on the Postal Ballot	13-10-2017
04	Date of intimation of the Postal Ballot Notice to the Stock Exchanges	19-10-2017
05	Date of completion of dispatch of notice by e-mail/physical mode	23-10-2017
06	Date of publication of advertisement in newspaper	24-10-2017
07	Date of commencement of e-voting	24-10-2017 (9.00 AM)
08	Date of closure of e-voting	22-11-2017 (5.00 PM)
09	Last date for receipt of the Postal Ballot Forms by the Scrutinizer	22-11-2017 (5.00 PM)
10	Date of the Resolution, upon passing with requisite majority	22-11-2017
11	Submission of Report of the Scrutinizer	24-11-2017
12	Announcement of Result by the Chairman or any other Director	24-11-2017 (2.30 PM)
13	Date for submission of the results to the Stock Exchange(s)	24-11-2017
14	Date for handing over of the Postal Ballot Forms and E Voting data to the Chairman/Authorized person	31-12-2017
15	Last Date for entering the minutes in the Book and signing by Chairman	21-12-2017

For Manali Petrochemicals Limited



R. Kothandaraman
 Company Secretary